

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, <i>et al.</i> ,	: Chapter 11
	: Case No. 05-44481 (RDD)
	:
Debtors.	: Jointly Administered
	:
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**CONSENT ORDER WITHDRAWING ORDER TO  
SHOW CAUSE ISSUED AGAINST DEUTSCH DAGAN LTD.**

This Court having entered an Order to Show Cause dated January 19, 2006 (the "Show Cause Order"), upon the motion of Delphi Corporation, *et al.* (the "Debtors") directing Deutsch Dagan Ltd. (the "Supplier" and together with the Debtors, the "Parties") to show cause as to why Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for allegedly threatening to withhold essential goods from the Debtors under one or more contracts between the Parties, and the Parties having agreed to a settlement of the issues raised by the Show Cause Order pursuant to a separate agreement between the Parties (the "Agreement"), it is hereby

**ORDERED**, that this matter is settled in accordance with, and pursuant to the terms of, the Parties' Agreement; and it is further

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**ORDERED**, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: January 10, 2007  
New York, New York

/s/Robert D. Drain  
United States Bankruptcy Judge

Consent to the foregoing:

December 22, 2006

December 22, 2006

DELPHI CORPORATION, *et al.*,  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

DEUTSCH DAGAN LTD.,  
By its attorney,

/s/ Neil Berger  
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